

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Hearing Date: March 14, 2024 at 3:00 P.M. (ET)

Objection Deadline: March 7, 2024 at 4:00 p.m. (ET)

**FIRST INTERIM APPLICATION OF WOMBLE BOND DICKINSON (US) LLP FOR
COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES AS CO-COUNSEL FOR THE DEBTORS AND DEBTORS-IN-POSSESSION
FOR THE PERIOD FROM OCTOBER 6, 2023 THROUGH DECEMBER 31, 2023**

Name of Applicant:

Womble Bond Dickinson (US) LLP

Authorized to Provide Professional Services to:

Debtors and Debtors-in-Possession

Date of Retention:

Effective October 6, 2023

Interim Period for which Compensation and
Reimbursement is Sought:

October 6, 2023 to December 31, 2023

Interim Amount of Compensation sought as
Actual, Reasonable and Necessary:

\$238,424.50

Interim Amount of Expense Reimbursement
sought as actual, reasonable and necessary:

\$76.30

This is a(n): ____ Monthly X Interim _____ Final Fee Application

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors' service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

Summary of Monthly Fee Applications for Interim Period

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees (80%)	Approved Expenses (100%)	Holdback Fees Requested Fees (20%)
November 22, 2023 [Docket No. 735]	10/6/23 - 10/31/23	\$114,369.00	\$0.00	\$91,495.20	\$0.00	\$22,873.80
February 5, 2024 [Docket No. 949]	11/1/23 - 11/30/23	\$80,000.00	\$51.30	\$64,000.00 ²	\$51.30	\$16,000.00
February 7, 2024 [Docket No. 956]	12/1/23- 12/31/23	\$44,055.50	\$25.00	\$35,244.40 ³	\$25.00	\$8,811.10
TOTALS:		\$ 238,424.50	\$76.30	\$190,739.60	\$76.30	\$47,684.90

Summary of any objections to Monthly Fee Applications: None.

² WBD does not anticipate any objection to its Fee Application. WBD intends on filing a Certificate of No Objection once the objection deadline has expired.

³ WBD does not anticipate any objection to its Fee Application. WBD intends on filing a Certificate of No Objection once the objection deadline has expired.

**TIMEKEEPER SUMMARY FOR INTERIM PERIOD
OCTOBER 6, 2023 THROUGH DECEMBER 31, 2023**

NAME OF PROFESSIONAL PERSON	POSITION/DATE ADMITTED TO BAR/NUMBER OF YEARS	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION SOUGHT
Donald J. Detweiler	Partner; Admitted to Delaware Bar 1992; Joined WBD 2022	\$845.00	40.4	\$34,138.00
Morgan L. Patterson	Partner; Admitted to Delaware Bar 2009; Joined WBD 2013	\$720.00	174.5	\$125,640.00
William D. Curtis	Associate; Joined WBD 2020	\$470.00	2.2	\$1,034.00
Elazar A. Kosman	Associate; Admitted to Delaware Bar 2023; Joined WBD 2023	\$385.00	2.7	\$1,039.50
Ashley L. Couch	Paralegal; Joined WBD 2002	\$385.00	1.1	\$423.50
Elizabeth C. Thomas	Paralegal; Joined WBD 2022	\$370.00	7.2	\$2,664.00
Cynthia S. Giobbe	Paralegal; Joined WBD 2022	\$370.00	202.6	\$74,962.00

Total Fees			430.7	\$239,901.00⁴
Reduction				\$1,476.50
TOTAL BILLED				\$238,424.50
Total Blended Rate				\$557.00

⁴ Womble Bond provided a voluntary reduction of fees in the amount of \$1,476.50. *See* Second Monthly Fee Application [Docket No. 949]

**SUMMARY OF SERVICES BY TASK CODE FOR INTERIM PERIOD
OCTOBER 6, 2023 THROUGH DECEMBER 31, 2023**

TASK CODE	TASK DESCRIPTION	HOURS	AMOUNT
BKAV	Adversary	9.5	\$5,090.00
BKAD	Asset Disposition – General	68.3	\$40,488.50
BKBD	Bar Date	3.2	\$1,779.00
BKBO	Business Operations/Meetings with Debtor	2.4	\$888.00
BKO	Claims Administration	0.6	\$507.00
BKCO	Claims Objections	36.7	\$21,531.50
BKH	Court Hearings/Preparation/Agenda	66.0	\$35,637.50
BKDS	Disclosure Statement	28.1	\$19,702.00
BKD	Documentations/Plan Negotiation	15.6	\$10,865.00
BKEB	Employee Benefits	8.2	\$4,314.00
BKE	Executory Contracts/Lease Agreements	30.3	\$16,246.00
BKF	Fee Application/Monthly Billing	7.4	\$3,638.00
BKFO	Fees of Others	48.3	\$21,781.00
BKG	General Case Administration	19.0	\$8,887.50
BKB	Investigation of Claims	2.0	\$1,690.00
BKLT	Litigation	4.7	\$2,763.00
BKM	Other Motion Practice	2.4	\$1,220.50
BKPO	Plan of Reorganization	50.2	\$27,219.00
BKRS	Reports and Schedules	8.5	\$4,067.50
BKRA	Retention of Applicant	18.0	\$10,857.50
BKRO	Retention of Others	1.3	\$728.50
	Total	430.7	\$239,901.00

**SUMMARY OF EXPENSES FOR INTERIM PERIOD
OCTOBER 6, 2023 THROUGH DECEMBER 31, 2023**

EXPENSE CATEGORY	TOTAL EXPENSES
Filing Fee	\$25.00
Transcript	\$51.30
Total Expenses Requested:	\$76.30

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**BUDGET FOR WOMBLE BOND DICKINSON (US) LLP FOR COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS CO-
COUNSEL FOR THE DEBTOR AND DEBTOR-IN-POSSESSION FOR THE
PERIOD OCTOBER 6, 2023 THROUGH DECEMBER 31, 2023**

WBD was retained in these Chapter 11 Cases on October 6, 2023, several months after the Debtors' chapter 11 petitions were filed on June 27, 2023. Accordingly, WBD estimated its fees from retention through the conclusion of the cases to be approximately \$100,000 per month.

The above estimate was subject to substantial revision, including if the chapter 11 cases or other matters prove to be contentious, are shorter or longer than expected, or there are other unforeseen events.

The following chart breaks down by project category WBD's fees incurred from retention through December 31, 2023. WBD's fees during the first interim period were substantially less than estimated.

TASK DESCRIPTION	BUDGETED HOURS	BUDGETED FEES
Adversary	9.5	\$5,090.00
Asset Disposition – General	68.3	\$40,488.50
Bar Date	3.2	\$1,779.00
Business Operations/Meetings with Debtor	2.4	\$888.00
Claims Administration	0.6	\$507.00

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors' service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

Claims Objections	36.7	\$21,531.50
Court Hearings/Preparation/Agenda	66.0	\$35,637.50
Disclosure Statement	28.1	\$19,702.00
Documentations/Plan Negotiation	15.6	\$10,865.00
Employee Benefits	8.2	\$4,314.00
Executory Contracts/Lease Agreements	30.3	\$16,246.00
Fee Application/Monthly Billing	7.4	\$3,638.00
Fees of Others	48.3	\$21,781.00
General Case Administration	19.0	\$8,887.50
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Litigation	4.7	\$2,763.00
Other Motion Practice	2.4	\$ 1,220.50
Plan of Reorganization	50.2	\$27,219.00
Reports and Schedules	8.5	\$4,067.50
Retention of Applicant	18.0	\$10,857.50
Retention of Others	1.3	\$728.50
Total	430.7	\$239,901.00

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**STAFFING PLAN FOR WOMBLE BOND DICKINSON (US) LLP
CO-COUNSEL FOR THE DEBTOR AND DEBTOR-IN-POSSESSION
FOR THE PERIOD OCTOBER 6, 2023 THROUGH DECEMBER 31, 2023**

CATEGORY OF TIMEKEEPER	NUMBER OF TIMEKEEPERS EXPECTED TO WORK ON THE MATTER DURING THE BUDGET PERIOD	Average Hourly Rate
Partner	2	\$782.50
Associates	2	\$385.00
Paralegals	2	\$370.00

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**FIRST INTERIM APPLICATION OF WOMBLE BOND
DICKINSON (US) LLP FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL FOR THE
DEBTOR AND DEBTOR-IN-POSSESSION FOR THE
PERIOD OCTOBER 6, 2023 THROUGH DECEMBER 31, 2023**

Womble Bond Dickinson (US) LLP (“WBD”), as co-counsel to the Debtor and Debtor-in-Possession (the “Debtor”) appointed in these chapter 11 bankruptcy cases (the “Chapter 11 Cases”), submits its first interim application (the “Application”), pursuant to sections 330(a), 331, and 1103 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 (“Local Rule 2016-2”) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), the *United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330* issued by the Executive Office for United States Trustees (the “Guidelines”), and this Court’s *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Chapter 11 Professionals and*

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors’ service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

Committee Members, entered July 25, 2023 [Docket No. 218] (the “Interim Compensation Order”), for the allowance of interim compensation for professional services performed by WBD for the period October 6, 2023 through and including December 31, 2023 (the “Application Period”) in the amount of \$238,424.50 together with reimbursement for actual and necessary expenses in the amount of \$76.30 incurred during the Application Period. In support of the Application, WBD respectfully represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334.
2. Venue of these cases and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory predicates for the relief sought herein are Bankruptcy Code sections 330 and 331.

BACKGROUND

4. On June 27, 2023 (the “Petition Date”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”), commencing these chapter 11 cases. Since the Petition Date, the Debtors have remained in possession of their assets and have continued to operate and manage their businesses as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 Cases.

5. On July 11, 2023, the Office of the United States Trustee appointed the official committee of unsecured creditors (the “Creditors Committee”) pursuant to section 1102(a)(1) of the Bankruptcy Code. On September 7, 2023, the U.S. Trustee appointed the official committee of equity security holders (the “Equity Committee” and collectively with the Creditors’

Committee, the “Committees”) for these Chapter 11 Cases. No trustee or examiner has been appointed in these Chapter 11 Cases.

6. Information regarding the Debtors’ history, business operations, capital structure, indebtedness, and the events leading up to the commencement of these Chapter 11 Cases can be found in the *Declaration of Adam Kroll in Support of Debtors’ Chapter 11 Petitions and First Day Motions* [Docket No. 15].

7. On October 31, 2023, WBD applied to the Court for an order authorizing the Debtors to retain WBD as its counsel, *nunc pro tunc* to October 6, 2023 [Docket No. 647] (the “Retention Application”).

8. On November 20, 2023, the Court entered an Order approving the retention of WBD as counsel to the Debtors, *nunc pro tunc* to October 6, 2023 [Docket No. 717] (the “Retention Order”).

9. On November 22, 2023, WBD filed its first monthly fee application for the period from October 6, 2023 through October 31, 2023 for requested fees of \$114,369.00 [Docket No. 735]. On December 13, 2023, WBD filed a Certificate of No Objection regarding its first monthly fee application [Docket No. 813].

10. On February 5, 2024, WBD filed its second monthly fee application for the period of November 1, 2023 through November 30, 2023 for requested fees of \$80,000.00 [Docket No. 949]. WBD does not anticipate any objection to its second monthly fee application. WBD intends on filing a Certificate of No Objection once the objection deadline has expired.

11. On February 7, 2024, WBD filed its third monthly fee application for the period of December 1, 2023 through December 31, 2023 for requested fees of \$44,055.50 [Docket

No. 956]. WBD does not anticipate any objection to its third monthly fee application. WBD intends on filing a Certificate of No Objection once the objection deadline has expired.

12. In addition, WBD states as follows in response to the questions set forth in paragraph C.5 of the U.S. Trustee Guidelines:

RESPONSES TO FEE GUIDELINES QUESTIONNAIRE

Question	Response	Explanation
Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the application period? If so, please explain.	No	N/A
If the fees sought in this fee application as compared to the fees budgeted for this time period covered by this fee application are higher by 10% or more, did you discuss the reasons for the variation with the client?	No.	The fees sought in the Application for the Interim Compensation Period are less than the fees budgeted for the time period covered by such application.
Have any of the professionals included in this fee application varied their hourly rate based on the geographic location of the bankruptcy case?	No	N/A
Does the fee application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices?	Yes	The Application includes time and fees related to reviewing or revising time records or preparing, reviewing, or revising invoices for consistency with Local Rules in connection with the preparation of Monthly Fee Applications relating to the Interim Compensation Period
Does this fee application include time or fees for reviewing time records to redact any privileged or other confidential information?	No	N/A

Question	Response	Explanation
<p>If the fee application includes any rate increases since retention:</p> <p>i. Did your client review and approve those rate increases in advance?</p> <p>ii. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA formal Ethics Opinion 11-458?</p>	N/A	This fee application does not include any rate increases.

SUMMARY OF SERVICES RENDERED

13. A detailed statement of fees incurred by WBD during the Application Period were attached as Exhibit A to each of the previously filed monthly fee applications. This statement contains daily time logs describing the time spent by each attorney and paraprofessional for the Compensation Period. To the best of WBD's knowledge, this Application complies with Sections 330 and 331 of the Bankruptcy Code, the applicable Bankruptcy Rules, Local Rule 2016-2, applicable Third Circuit law and the Administrative Order.

SUMMARY OF EXPENSES

14. A detailed statement of expenses incurred on behalf of the Debtors during the Application Period were attached as Exhibit B to each of the of the previously filed monthly fee applications. WBD's itemized records comply with the requirements set forth in Local Rule 2016-2(e), including an itemization of the expenses by category, the date the expense was incurred, and the individual incurring the expense, where available.

15. WBD has not charged the Debtors for internal photocopying expenses. WBD also does not charge for outgoing facsimile transmissions.² The rates charged by WBD for computerized research vary according to the type of research conducted and the specific files researched, but, in any event, such charges are billed at cost. As per the Guidelines, WBD has not requested reimbursement of expenses related to overhead charges, such as secretarial services and proofreading.

VALUATION OF SERVICES

16. WBD's attorneys and paraprofessionals expended a total of 430.7 hours for the Application Period. The professional time expended by the firm, the value of said time in fees, and the value of the actual expenses incurred by the firm were actual, reasonable, and necessary. In all respects, the firm's fees and expenses meet the standards for allowance under Bankruptcy Code section 330, as well as the standards that govern the review and allowance of bankruptcy professionals' fees.

17. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (i) the complexity of the case, (ii) the time expended, (iii) the nature and extent of the services rendered, (iv) the value of such services, and (v) the costs of comparable services other than in a case under chapter 11 of the Bankruptcy Code.

RESERVATION OF RIGHTS

18. To the extent time or disbursement charges for services rendered or disbursements incurred relate to the Application Period but were not processed prior to the preparation of this Application, or WBD has for any other reason not sought compensation or

² To the extent WBD uses an outside vendor for volume faxing or other vendor services, WBD bills those charges at cost. WBD seeks competitive market rates for such outside vendor services.

reimbursement of expenses herein with respect to any services rendered or expenses incurred during the Application Period, WBD reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

CERTIFICATE OF COMPLIANCE AND WAIVER

19. The undersigned representative of WBD certifies that the undersigned has reviewed the requirements of Local Rule 2016-2, and that the Application substantially complies with such Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-2, the undersigned believes that such deviations are not material. Accordingly, WBD respectfully requests that any such requirements be waived.

CONCLUSION

WHEREFORE, WBD respectfully requests that it be granted for the Application Period, (i) allowance of fees in the amount of \$238,424.50 as compensation for necessary professional services rendered and \$76.30 as reimbursement of actual necessary costs and expenses, for a total of \$238,500.80 and that such sums be authorized for payment and for such other relief as this Court may deem just and proper.

Dated: February 14, 2024
Wilmington, Delaware

/s/ Morgan L. Patterson
WOMBLE BOND DICKINSON (US) LLP
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